return to PREPARED BY:

WALKER, BROWN & BROWN, P.A. P.O. BOX 276 HERNANDO, MS. 38632

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HERNANDO, MS. 38632 (601) 429-5277 / (901) 521-9292 POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, MARGARET V. PETERSON (also known as VIRGINIA PETERSON), a legal resident of the County of St. Louis, State of Missouri, have made, constituted and appointed and by these presents do make, constitute and appoint my son, RICHARD W. PETERSON, and STEPHEN E. CUPPLES, or either of them acting alone, my true and lawful attorneys to act hereby for me, in my name, place and stead, in all matters pertaining to my estate, property, business or other interests and affairs of any nature whatsoever, with full, plenary and complete power.

This is a durable power of attorney and the authority of my attorney-in-fact shall not terminate if I become disabled or incapacitated.

The power granted herein to my said attorneys may be exercised by either of them acting alone and shall include, but not be limited to, the power to do and execute or to concur with persons jointly interested with myself in the doing or executing of all or any of the following acts, deeds and things:

- 1. To buy, receive, lease or otherwise in any manner to acquire, to grant, bargain, sell, convey, mortgage, hypothecate, pledge, quit-claim or otherwise encumber or dispose of, to contract for the acquisition, encumbrance or disposal of any property, real, personal or mixed, or any rights, title or interest to any property on any terms or considerations which my said attorney shall think proper; and to execute any instruments necessary to effectuate any such transactions, including, by way of enumeration and not of limitation, assignments, directions for the transfer of stocks or other securities, pledge agreements, general and special warranty deeds, quit-claim deeds, mortgages and deeds of trust;
- 2. To invest or reinvest any of my assets in such mortgages, deeds of trust, stocks (common or preferred), common trust funds, bonds, debentures, realty, notes, insurance policies or contracts, leases, real estate, securities or other properties as my said attorney shall think proper;
- 3. To deposit and withdraw, either in my name or in the name of my said attorney, or jointly in my name and the name of my said attorney, in or from any banking or similar institutions, any funds, credits, instruments or moneys which may now be in or come into my said attorney's hands, as such attorney, or which I may now have on deposit or to which I may now be or hereafter become entitled;
- 4. To take, hold, possess, invest, lease or otherwise manage any and all of my securities, assets and other property; to demand, sue for, receive and give effectual discharges for all the dividends, rents, proceeds and profits now due or which shall become due in respect of any of my said securities, assets or other property;

- 5. To borrow any sums of money in my name and upon such terms as my said attorney shall see fit and to pledge, mortgage or give as security therefor any or all of my property;
- 6. To change, alter, modify, cancel, borrow against, receive the benefits from, cash in, or in any manner act with respect to any insurance policies which I now or may hereafter own;
- 7. To make, endorse, accept, receive, sign, seal, execute, acknowledge and deliver deeds, assignments, agreements, contracts, certificates, hypothecations, checks, notes, vouchers, receipts, releases and such other instruments of whatever nature as may be necessary, convenient, or proper;
- 8. To institute, prosecute, defend, compromise or arbitrate all legal, equitable or administrative actions, suits, attachments, or other proceedings, or otherwise engage in litigation in my name or in the name of my said attorney;
- 9. To act as my attorney or proxy in respect to any stocks, securities, bonds, shares or other investments, rights or interests I may now or hereafter hold; to vote any securities or shares owned by me at the meetings of any company or companies, upon any and all corporate matters, and otherwise to act as my proxy or representative in respect to any securities or shares now held or which may hereafter be acquired by me, and for that purpose also to sign and execute any proxies or other instruments in my name and on my behalf; to place any such securities or shares in any voting trust or voting agreement of any type and for any period of years;
- 10. To execute and deliver vouchers in my behalf for any and all allowances and reimbursements properly payable to me by the United States, and to receive, endorse and collect checks payable to my order drawn on the Treasurer or other fiscal officer or depository of the United States, or of any state, or political subdivision or instrumentality thereof;
- 11. To prepare, execute and file income and other tax returns and other government reports, applications, requests and documents, to represent me before the Treasury Department of the United States (or any other governmental agency) in connection with any matter involving any tax liability for any years, giving my said attorney full power to do everything whatsoever requisite and necessary to be done in the premises and to receive refund checks, to execute waivers of the statute of limitations, and to execute closing agreements and to file claims for refund and to prosecute such in any court as fully as I might do if done in my own capacity;
- 12. To make such expenditures for my care, comfort, support, health and welfare and for the health, education, support and maintenance of my family as my said attorney shall determine;
- 13. To have access to any safe deposit boxes or vaults rented by me and to the contents thereof; to rent one or more safe deposit boxes or vaults in my name but to which my

said attorney shall have access; and to take any action whatsoever with respect to any safe deposit box or vault rented by me alone or jointly with another;

- 14. To give, transfer or convey any property, real, personal or mixed, or any rights, title or interest to any property to the trustee or trustees of any trust estate of which I am a beneficiary, whether such trust estate is created by me by inter vivos instrument or by any other person by will or inter vivos instrument;
- 15. To hire or contract for services of surveyors, real estate brokers or agents, property managers, contractors, appraisers, real estate developers, geologists, accountants, lawyers, consultants, engineers and any other person necessary, proper or convenient to enable my said attorney to manage my affairs (whether personal, financial or otherwise) and to exercise the powers granted herein;
- 16. To establish or amend a revocable living trust in my name as may be necessary, proper or convenient to ensure the proper management of my assets during my lifetime as my said attorney shall in my said attorney's discretion determine;
- 17. To fund with my assets any trust established for my benefit, whether or not created by me;
- 18. To make, on my behalf, gifts of money or other property of mine to or for the benefit of any person related to me by blood or marriage (including my attorney-in-fact hereunder) any such gift to be within the annual federal gift tax exclusion and to be upon such other terms as my said attorney shall see fit;
- 19. To disclaim a gift, bequest or devise of property, whether real or personal, to or for my benefit;
- 20. To create or change survivorship interests in my property or in property in which I may have an interest;
- 21. To designate or change the designation of beneficiaries to receive property, benefits or contract rights on my death;
 - 22. To consent to an autopsy on my body or other post-mortem examination;
 - 23. To make a gift of my body parts under the Uniform Anatomical Gift Act;
 - 24. To nominate a guardian or conservator for me;
- 25. To substitute and appoint from time to time an attorney or attorneys under my said attorney, the said attorney or attorneys to have the same powers (or more limited powers, if my said attorney so provides) as my said attorney.

GIVING AND GRANTING unto my said attorneys, or either of them acting alone, full power and authority to do and perform all and every act, deed, matter and thing whatsoever

in and about my estate, property and affairs as fully and as effectively to all intents and purposes as I might or could in my own proper person do if personally present, subject to my said attorneys' due regard to the obligations imposed upon my said attorneys as fiduciaries.

The above specially enumerated powers are in aid and exemplification of the full, plenary and complete power herein granted and not in limitation or definition thereof; and I hereby ratify all that either of my said attorneys shall lawfully do or cause to be done by virtue of these presents.

And I hereby declare that any act or thing lawfully done hereunder by either of my said attorneys shall be binding on myself and my heirs, legal and personal representatives and assigns.

I hereby revoke any and all other powers of attorney which I may have executed at any time prior to the execution of this instrument and which would otherwise be in effect, excepting, however, any power of attorney concerning my health care, it being my intent that any such power of attorney remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 9 day of

_ dept.	, 1994.	
		Margard V. Paterson MARGARET V. PETERSON (also known as
		MARGARET V. PETERSON (also known as VIRGINIA PETERSON)

STATE OF MISSOURI) SS COUNTY OF ST. LOUIS)

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On this 9 day of <u>levelle</u>, 1994, before me personally appeared MARGARET V. PETERSON (also known as VIRGINIA PETERSON), to me known to be the person described in and who executed the attached or foregoing instrument, and acknowledged that she executed the same as her free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Motary Public

My Commission expires:

BARBARA CUPPLES
NOTARY PUBLIC — NOTARY SEAL
STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION FOR SEPT 3,1997